

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

HARRAH'S ENTERTAINMENT, INC., and
HARRAH'S OPERATING COMPANY, INC.

(Registration)

SEVENTEENTH REVISED ORDERS OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on November 3, 2004, and before the Nevada Gaming Commission ("Commission") on November 18, 2004, in Las Vegas, Nevada; and

THE BOARD AND COMMISSION having considered all information pertinent hereto;

IT IS HEREBY ORDERED BY THE NEVADA GAMING COMMISSION UPON THE
RECOMMENDATION OF THE STATE GAMING CONTROL BOARD:

1. THAT the following applications, as amended and supplemented, have been
filed:

a. The applications of Harrah's Entertainment, Inc., Harrah's Operating Company, Inc., Harrah's Shreveport/Bossier City Holding Company, LLC, Harrah's Shreveport Investment Company, LLC, Harrah's Shreveport Management Company, LLC, Harrah's New Orleans Management Company, Harrah's Shreveport/Bossier City Investment Company, LLC, and Harrah's Bossier City Investment Company, LLC, dba Harrah's Louisiana Downs for approval to share in the revenue from the conduct of off-track pari-mutuel race wagering and (ii) for an amendment to their Sixteenth Revised Orders of Registration.

2. THAT the Sixteenth Revised Orders of Registration of Harrah's Entertainment, Inc., and Harrah's Operating Company, Inc., dated March 3, 2004, are hereby amended and restated, in their entirety, by these Seventeenth Revised Orders of Registration.

3. THAT Harrah's Entertainment, Inc., is registered as a publicly traded corporation and is found suitable as the sole shareholder of Harrah's Operating Company, Inc.

4. THAT Harrah's Operating Company, Inc., is registered as a publicly traded corporation, is found suitable as the sole shareholder of Harveys Casino Resorts, Rio Hotel & Casino, Inc., Harrah's Las Vegas, Inc., and Harrah's Laughlin, Inc., is found suitable as the Manager of HHLV Management Company, LLC and the Commission acknowledges that Harrah's Operating Company, Inc. is the sole member of HHLV Management Company, LLC.

5. THAT Harveys Casino Resorts is registered as an intermediary company and is found suitable as the sole shareholder of Harveys Tahoe Management Company, Inc.

6. THAT Harrah's Operating Company, Inc., is licensed as a manufacturer and distributor, subject to such conditions or limitations as may be imposed by the Commission.

7. THAT Harrah's Operating Company, Inc., dba Harrah's Casino Hotel Reno, is licensed to conduct off-track pari-mutuel race wagering and nonrestricted gaming operations, including a race book and sports pool, at 300 East 2nd Street, Reno, subject to such conditions or limitations as may be imposed by the Commission.

8. THAT Rio Hotel & Casino, Inc., is registered as an intermediary company and is found suitable as the sole shareholder of Rio Properties, Inc.

9. THAT Harrah's Las Vegas, Inc., dba Harrah's Casino Hotel Las Vegas, is licensed to conduct off-track pari-mutuel race wagering and nonrestricted gaming operations, including a race book and sports pool, at 3473 Las Vegas Boulevard South, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

10. THAT Harrah's Laughlin, Inc., dba Harrah's Casino Hotel Laughlin, is licensed to conduct off-track pari-mutuel race wagering and nonrestricted gaming operations, including a

race book and sports pool, at 2900 South Casino Drive, Laughlin, subject to such conditions or limitations as may be imposed by the Commission, and is licensed as a distributor, subject to such conditions or limitations as may be imposed by the Commission.

11. THAT Harrah's Laughlin, Inc., dba Harrah's RV Plaza/Convenience Center, is licensed to conduct restricted gaming operations at 2900 S. Casino Drive, Laughlin, subject to such conditions or limitations as may be imposed by the Commission.

12. THAT Harveys Tahoe Management Company, Inc., dba Harveys Resort Hotel/Casino, dba Harrah's Casino Hotel Lake Tahoe and dba Bill's Lake Tahoe Casino, is licensed to conduct off-track pari-mutuel race wagering and nonrestricted gaming operations, including a race book and sports pool, at Highway 50, Stateline, and is licensed as a manufacturer and as a distributor, all such licenses subject to such conditions or limitation as may be imposed by the Commission.

13. THAT Rio Properties, Inc., dba Rio Suite Hotel & Casino, is licensed to conduct off-track pari-mutuel race and sports wagering and nonrestricted gaming operations, including a race book and sports pool, at 3700 West Flamingo Road, Las Vegas, subject to such conditions or limitations as may be imposed by the Commission.

14. THAT HHLV Management Company, LLC is licensed as a Key Employee of Speakeasy Gaming of Fremont, Inc., dba Binion's Horseshoe Casino & Hotel

15. THAT in conjunction with the Credit Agreement, dated as of April 23, 2003, as amended, ("Credit Agreement") and the private placement of 8% Senior Notes due 2011 ("Senior Notes"), Harrah's Operating Company, Inc., is granted approval pursuant to NGC Regulations 15.510.1-4 and 15.585.7-3, as applicable, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Harrah's Las Vegas, Inc., Harrah's Laughlin, Inc., Rio Hotel & Casino, Inc., and Harveys Casino Resorts.

16. THAT in conjunction with the Credit Agreement and the Senior Notes, Harveys Casino Resorts is granted approval, pursuant to NGC Regulation 15.510.1-4, to place

restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Harveys Tahoe Management Company, Inc.

17. THAT in conjunction with the Credit Agreement and the Senior Notes, Rio Hotel & Casino, Inc., is granted approval, pursuant to NGC Regulation 15.510.1-4, to place restrictions upon the transfer of, and to enter into agreements not to encumber, the equity securities of Rio Properties, Inc.

18. THAT Harrah's Entertainment, Inc., Harrah's Operating Company, Inc., Harrah's Shreveport/Bossier City Holding Company, LLC, Harrah's Shreveport Investment Company, LLC, Harrah's Shreveport Management Company, LLC, Harrah's New Orleans Management Company, Harrah's Shreveport/Bossier City Investment Company, LLC, and Harrah's Bossier City Investment Company, LLC, dba Harrah's Louisiana Downs are each granted approval to share in the revenue from the conduct of off-track pari-mutuel race wagering, said approval conditioned as follows:

a. That the following information, except that which is already reported to the Board pursuant to the requirements of NRS 463.680, *et. seq.*, pertaining to Foreign Gaming, shall be reported to the Board, in writing, within 30 days after the end of the quarter concerning the occurrence or the absence of the following:

(1) Any changes in the officers, directors, or key personnel of Harrah's Entertainment, Inc., Harrah's Operating Company, Inc., Harrah's Shreveport/Bossier City Holding Company, LLC, Harrah's Shreveport Investment Company, LLC, Harrah's Shreveport Management Company, LLC, Harrah's New Orleans Management Company, Harrah's Shreveport/Bossier City Investment Company, LLC, and Harrah's Bossier City Investment Company, LLC who are directly or indirectly engaged in the active administration or supervision of the gaming operations conducted at Harrah's Louisiana Downs and related facilities who earn \$75,000 or more annually.

(2) All gaming related complaints, investigations into alleged misconduct, orders to show cause, and disciplinary actions instituted by, presided over, or in connection with the Louisiana Racing Commission, the Louisiana Gaming Control Board, the Louisiana State Police or any gaming regulatory agency (collectively, the “Regulatory Agencies”), involving Harrah's Entertainment, Inc., Harrah's Operating Company, Inc., Harrah's Shreveport/Bossier City Holding Company, LLC, Harrah's Shreveport Investment Company, LLC, Harrah's Shreveport Management Company, LLC, Harrah's New Orleans Management Company, Harrah's Shreveport/Bossier City Investment Company, LLC, and Harrah's Bossier City Investment Company, LLC, dba Harrah's Louisiana Downs, their officers, directors, owners, agents or employees.

(3) All known arrests made of any officer, director, owner, agent, employee or patron of Harrah's Entertainment, Inc., Harrah's Operating Company, Inc., Harrah's Shreveport/Bossier City Holding Company, LLC, Harrah's Shreveport Investment Company, LLC, Harrah's Shreveport Management Company, LLC, Harrah's New Orleans Management Company, Harrah's Shreveport/Bossier City Investment Company, LLC, and Harrah's Bossier City Investment Company, LLC or Harrah's Louisiana Downs involving gaming misconduct or felony charges in the State of Louisiana. The report shall include the name, position, charge, arresting agency and a brief description of the event.

(4) Any known gaming cheating or theft wherein an arrest was not made.

(5) A copy of the application for licensure to conduct horse racing, and any exhibits or attachments thereto, as provided to any of the Regulatory Agencies.

b. That no agreements approved pursuant to NGC Regulation 26A shall be changed, altered, modified or amended without the prior administrative approval of the Chairman of the Board or his designee. If the Chairman of the Board or his designee

determines that any proposed change, alteration, modification or amendment is substantial, then the approval of the Commission shall be required.

19. THAT Harrah's Entertainment, Inc., shall maintain its presently existing compliance system for the purpose of, at a minimum, performing due diligence, determining the suitability of relationships with other entities and individuals, and to review and ensure compliance by Harrah's Entertainment, Inc., its subsidiaries and any affiliated entities, with the Nevada Gaming Control Act (the "Act"), as amended, the Commission's Regulations (the "Regulations"), as amended, and the laws and regulations of any other jurisdictions in which Harrah's Entertainment, Inc., its subsidiaries and any affiliated entities operate. The compliance system, any amendments thereto, and the members of the gaming compliance committee, one such member who shall be independent and knowledgeable in gaming regulations, shall be administratively reviewed and approved by the Chairman of the Board or his designee. Harrah's Entertainment, Inc., shall amend the compliance system, or any element thereof, and perform such duties as may be assigned by the Chairman of the Board or his designee related to a review of activities relevant to the continuing qualification of Harrah's Entertainment, Inc., and its subsidiaries under the provisions of the Act and Regulations.

20. THAT pursuant to NRS 463.625, Harrah's Entertainment, Inc., is exempted from compliance with NRS 463.585 through NRS 463.615, inclusive, and shall instead comply with NRS 463.635 through NRS 463.645, inclusive.

21. THAT Harrah's Entertainment, Inc., is exempted from compliance with NGC Regulation 15 and shall instead comply with NGC Regulation 16.

22. THAT pursuant to NRS 463.625, Harrah's Operating Company, Inc., is exempted from compliance with NRS 463.585 through NRS 463.615, inclusive, and shall instead comply with NRS 463.635 through NRS 463.645, inclusive.

23. THAT Harrah's Operating Company, Inc., is exempted from compliance with NGC Regulation 15 except for the provisions of NGC Regulations 15.585.4-1 and 15.585.7-6

and shall instead comply with NGC Regulation 16, except Harrah's Operating Company, Inc., is exempted, pursuant to NGC Regulation 16.450, from NGC Regulation 16.100(1) and (2); provided that, Harrah's Entertainment, Inc., shall not sell, assign, transfer, pledge or otherwise dispose of any equity securities of Harrah's Operating Company, Inc., without the prior approval of the Commission.

24. THAT Harrah's Entertainment, Inc., shall fund and maintain with the Board a revolving fund in the total amount of \$25,000 for the purpose of funding investigative reviews by the Board for compliance with the terms of these Orders of Registration. Without limiting the foregoing, the Board shall have the right, without notice, to draw upon the funds of said account for the payment of costs and expenses incurred by the Board or its staff in the surveillance, monitoring and investigative reviews of all activities of Harrah's Entertainment, Inc., its direct and indirect subsidiaries, and their affiliated entities.

25. THAT the Commission hereby expressly finds that the exemptions hereinabove granted are consistent with the State policy set forth in NRS 463.0129 and NRS 463.489.

ENTERED in Las Vegas, Nevada, this 18th day of November 2004.